



Ferroequus Railway Company Limited
410 Garfield Street, Tacoma, WA 98444

and

railstuff, LLC
410 Garfield Street, Tacoma, WA 98444

5 September 2013

Ms. Cynthia T. Brown
Chief, Section of Proceedings
Surface Transportation Board
395 E Street, SW – Suite 1260
Washington, DC 20423-0001

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Office of Proceedings
SEP 6 - 2013
Part of
Public Record

Re: STB Finance Docket Number 35761

Ferroequus Railway Company Limited and railstuff, LLC - Lease and
Operation Exemption – City of Tacoma, Tacoma Rail Mountain Division

Dear Chief Brown;

Please find enclosed for filing the original and ten copies of the Verified Notice of Exemption pursuant to 49 C.F.R. § 1150.31 and a money order in the amount of \$1,800 as the filing fee pursuant to 49 C.F.R. §1002.2.

Also enclosed is a duplicate original copy of this letter and the filing; would you please be so kind as to stamp the duplicate letter and the filing with the filing date and return the same to the undersigned in the enclosed stamped and self addressed envelope. Please contact me if you have any questions.

Yours truly,

Ferroequus Railway Company Limited

Thomas Payne
Director

railstuff, LLC

Thomas Payne
Managing Partner

STB Finance Docket No: 35761

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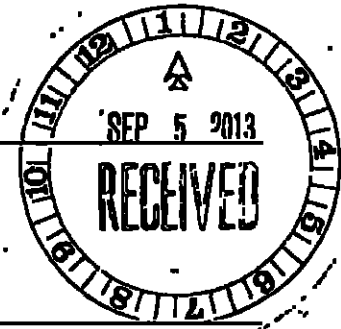
BEFORE THE
SURFACE TRANSPORTATION BOARD

FILED

AUG 6 - 2013

SURFACE
TRANSPORTATION BOARD

STB Finance Docket No. 35761



FERROEQUUS RAILWAY COMPANY LIMITED AND RAILSTUFF, LLC
LEASE AND OPERATION EXEMPTION -
CITY OF TACOMA, DBA TACOMA RAIL MOUNTAIN DIVISION

VERIFIED NOTICE OF EXEMPTION

Ferroequus Railway Company Limited
Thomas Payne, Director
and
railstuff, LLC
Thomas Payne, Managing Partner

FEE RECEIVED
AUG 6 - 2013
SURFACE
TRANSPORTATION BOARD

410 Garfield Street
Tacoma, WA 98444
(c) 253-459-9702
(o) 253-459-9702

Dated: 5 September 2013

ENTERED
Office of Proceedings

SEP 6 - 2013

Part of
Public Record

**BEFORE THE
SURFACE TRANSPORTATION BOARD**



STB FINANCE DOCKET NO. 35761

**FERROEQUUS RAILWAY COMPANY LIMITED AND RAILSTUFF, LLC
LEASE AND OPERATION EXEMPTION -
CITY OF TACOMA, TACOMA RAIL, DBA TACOMA RAIL MOUNTAIN
DIVISION**

VERIFIED NOTICE OF EXEMPTION

Ferroequus Railway Company Limited ("FE") an existing Canadian railway company and non-carrier and, railstuff, LLC ("RS") a State of Washington Limited Liability Company and non-carrier files this Verified Notice of Exemption pursuant to the class exemption at 49 C.F.R. §§ 1150.31-1150.34 to lease and operate a line of railroad from the City of Tacoma, doing business as Tacoma Rail Mountain Division ("TRMD")

FE and RS submits the following information as required by 49 C.F.R. §§ 1150.33:

(a) Full name and address of the applicant.

Ferroequus Railway Company Limited

410 Garfield Street

Tacoma, WA 98444

and

railstuff, LLC

410 Garfield Street

Tacoma, Washington, 98444

(b) Applicant's representative.

Ferroequus Railway Company Limited

Thomas Payne, Director, President

410 Garfield Street

Tacoma, Washington 98444

(c) 253-459-9702

(o) 253-536-7444

e-mail: tompayneoffice@qwestoffice.net

and

railstuff, LLC

Thomas Payne, Managing Partner

410 Garfield Street

Tacoma, Washington 98444

(c) 253-459-9702

(o) 253-536-7444

e-mail: tompayneoffice@qwestoffice.net

(c) Statement regarding agreement.

FE and RS and TRMD, have entered into a lease and operation agreement dated 5 August 2013.

(d) The operator of the property.

FE and RS will be the operator of the leased line.

(e) Summary of the proposed transaction.

Ferroequus Railway Company Limited an existing Canadian railway company and non-carrier and, railstuff, LLC a State of Washington Limited Liability Company and non-carrier, will lease and operate .5 miles of the railway line owned by TRMD. The subject line of railway connects with TRMD, a municipally owned railroad that offers common carrier service between Morton and Tacoma.

(1) Name and address of railroad transferring the subject property

City of Tacoma,

Tacoma Rail Mountain Division

2601 SR 509 North Frontage Road

Tacoma, Washington, 98421

(2) Proposed time schedule for consummation

The parties intend to consummate the transaction immediately after the effective date of this Notice.

(3) Mileposts of the subject property.

The line of railway is between milepost 67.3 and the end-of-track at Morton, Washington, a distance of .5 miles, more or less, in Lewis County, WA

(4) Total route miles being operated

Approximately .5 miles.

(f) A map of the area to be served.

A map is attached as Exhibit A.

(g) Certificate that proposed revenues do not exceed those of a class III carrier.

FE and RS hereby certify that this transaction will not result in FE and RS becoming a Class I or II rail carrier. The projected revenues of FE and RS operations will not exceed \$5 million.

(h) Interchange commitments

The lease between FE and RS and TRMD does not contain any provision that prohibits or restricts any interchange of traffic with any carrier.

A caption summary, as required by 49 C.F.R. § 1150.34, is attached as Exhibit B. Under 49 CFR. § 1105.6(c)(2)(i). FE and RS's lease and operation of the line is exempt from environmental reporting requirements because it will not result in significant changes in carrier operations (i.e., changes which exceed the thresholds established in 49 C.F.R. §§1105.7(e)(4) or (5)).

Under 49 C.F.R. § 1105.8(b)(1), FE and RS's lease and operation of the line is also exempt from historic preservation reporting requirements, FE and RS will lease and operate the line for the purpose of continued rail operations. Further Board approval is required to abandon any service, and there are no plans to dispose of or alter properties subject to Board jurisdiction that are fifty years old or older.

Dated: 5 September 2013

Respectfully submitted,


**Ferroequus Railway Company
Limited**

A handwritten signature in black ink, appearing to read "Thomas Payne, Director, President", written over a horizontal line.

Thomas Payne, Director, President

and

rallstuff, LLC

A handwritten signature in black ink, appearing to read "Thomas Payne, Managing Partner", written over a horizontal line.

Thomas Payne, Managing Partner

410 Garfield Street

Tacoma, Washington 98444

(c) 253-459-9702

(o) 253-536-7444

VERIFICATION

"I, Thomas Payne, declare under penalty of perjury that the foregoing is true and correct. Further, I certify that I am qualified and authorized to file this pleading.

Executed on 5th day of September, 2013

A handwritten signature in cursive script, appearing to read 'Thomas Payne', is written over a horizontal line.

Thomas Payne

Certification of Service

"I hereby certify that I have served all parties of record in this proceeding with this document by, in the case of:

1. Surface Transportation Board by US mail to

Ms. Cynthia T. Brown,
Chief, Section of Proceedings
Surface Transportation Board
395 E Street, SW – Suite 1260
Washington, DC 20423-0001

2. Tacoma Rail by hand to:

Mr. Dale King,
Superintendent
Tacoma Rail
2601 SR 509 North Frontage Road
Tacoma, Washington 98421

3. Ferroequus Railway Company Limited and railstuff, LLC by hand to:

Thomas Payne
410 Garfield Street
Tacoma, Washington 98444"

5th day of September 2013



Thomas Payne

DECLARATION

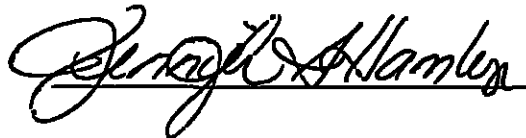
STATE OF WASHINGTON

CITY OF TACOMA

PIERCE COUNTY

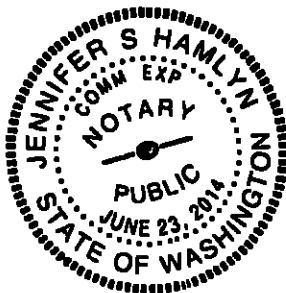
Thomas Payne, being duly sworn according to law, hereby deposes and says that he is the Director and President of Ferroequus Railway Company Limited and the Managing Partner of railstuff, LLC, that he has read the foregoing Notice of Exemption, and that the content thereof are true and correct to the best of his knowledge and belief.

Subscribed to and sworn to before me, a Notary Public, in and for the City of Tacoma in the State of Washington, this 5th day of September, 2013.



Notary Public

OFFICIAL SEAL



MY COMMISSION EXPIRES: JUNE 23, 2014

5th Day of September, 2013

EXHIBIT A

MAP

Tacoma Rail Mountain Division rail line between milepost 67.3 and the end-of-track.

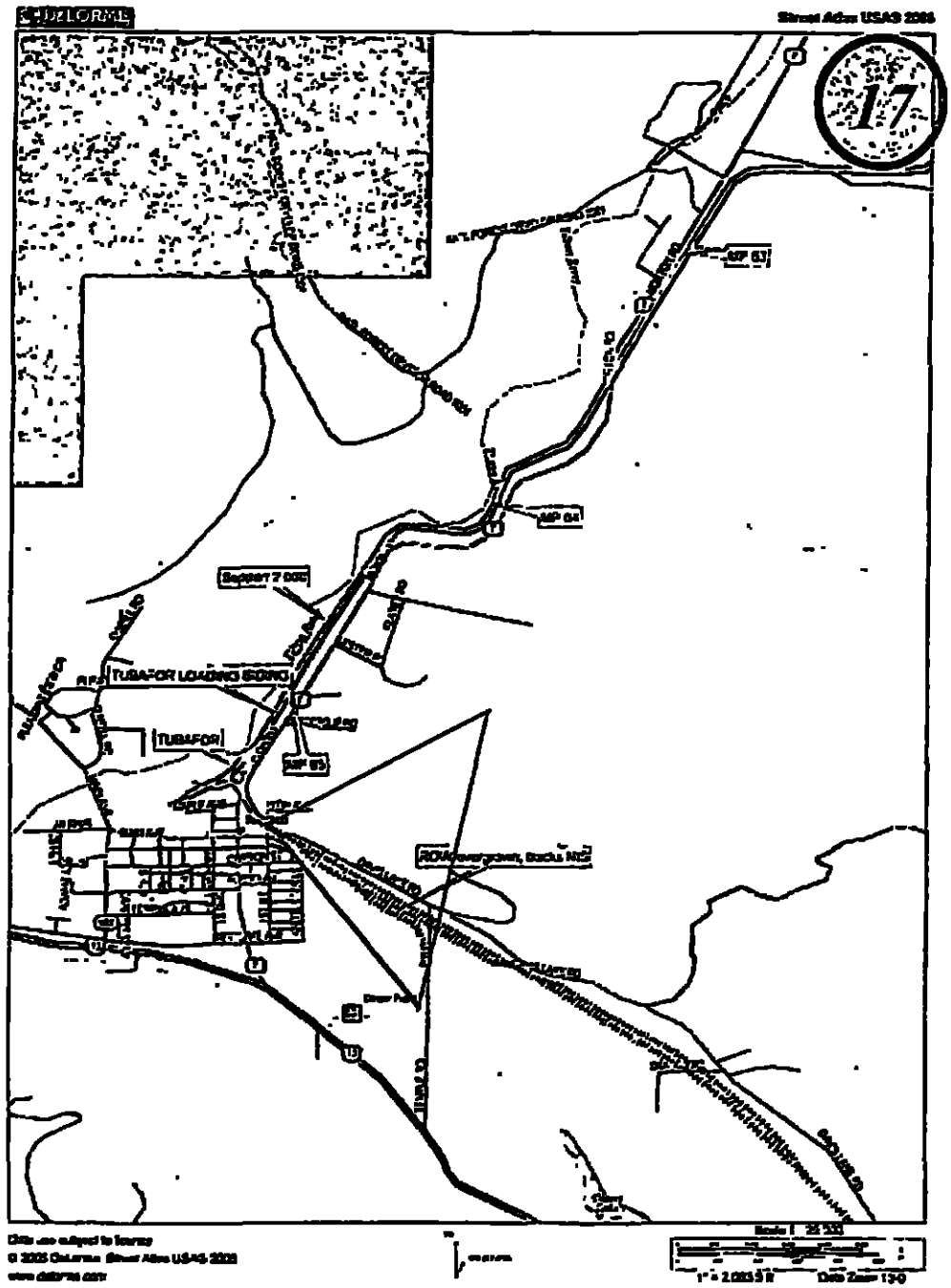


EXHIBIT B
CAPTION SUMMARY

CAPTION SUMMARY
SURFACE TRANSPORTATION BOARD
NOTICE OF EXEMPTION
FINANCE DOCKET NO, 35761
FERROEQUUS RAILWAY COMPANY LIMITED AND RAILSTUFF, LLC
~ LEASE AND OPERATION EXEMPTION -
CITY OF TACOMA, DEPARTMENT OF PUBLIC WORKS

Ferroequus Railway Company Limited, a non-carrier, and railstuff, LLC, a non-carrier, has filed a notice of exemption to lease and operate the City of Tacoma's Tacoma Rail Mountain Division rail line between milepost 67.3 and the end-of-track at Morton, Washington, a distance of .5 miles, more or less, in Lewis County, Washington. Comments must be filed with the Board and served on Thomas Payne, Director and President, Ferroequus Railway Company Limited and Thomas Payne, Managing Partner, railstuff LLC, 410 Garfield Street, Tacoma, Washington, (8444

This Notice is filed under 49 C.F.R. § 1150.31. If the notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

Dated:

By the Board